**­­­BYLAWS OF i3 DETROIT**

1. OFFICES
   1. *Principal Office.* The principal office of the corporation shall be at such place within the state of Michigan as the board of directors may determine from time to time.
   2. *Other Offices.* The board of directors may establish other offices in or outside the state of Michigan.
2. MEMBERS
   1. *Classifications.* The corporation shall have [one class / two classes] of membership. Except as expressly provided in or authorized by the articles of incorporation, bylaws, or provisions of law, all memberships shall have the same rights, privileges, restrictions, and conditions.
   2. *Eligibility for Membership.* To be eligible for membership in the corporation, an individual must satisfy the following requirements:
      1. Be of the age of majority in the State of Michigan, or have the written consent of a parent or other legal guardian;
      2. Complete a membership application and pay the first month’s dues in full; and
      3. Make timely payment of such other dues and fees as the board of directors may fix from time to time.
   3. *Membership Dues.* The board of directors shall establish the initial and annual dues for membership in the corporation. The billing and collection of dues shall be in a manner prescribed by the board of directors.
   4. *Termination of Membership.* 
      1. Membership shall terminate upon the death of a member.
      2. Membership may be terminated by the board of directors on the occurrence of any of the following events:
         1. Failure to pay any required dues payment within 30 days of payment being due;
         2. Failure to satisfy the requirements of section 2.1 of this article; or
         3. Violation(s) of any code(s) of conduct, policies, or safety rules prescribed by the board of directors.

A person’s membership rights shall cease instantly upon termination by the board of directors. If the person whose membership rights are terminated is not present when those rights are terminated, notice of the termination shall be promptly sent to that person at their e-mail address as it appears on the books of the corporation.

* + 1. The board of directors shall have the power to provide for penalties less than termination of membership by resolution.
  1. *Non-transferability of Memberships.* Memberships are personal to each admitted member. As such, no member may transfer their membership, any interest in their membership, or any right deriving therefrom.
  2. *Annual Meeting.* The annual meeting of the members shall be held at such time, date, and place as is determined by the board of directors. At each annual meeting, directors shall be elected and any other business shall be transacted that may come before the meeting.
  3. *Special Meetings.* Special meetings of the members may be called by the board of directors or by the president. Such meetings shall also be called by the president or secretary at the written request of not less than 10 percent of the members.
  4. *Place of Meetings.* All membership meetings shall be held at the corporation’s principal office or at any other place determined by the board of directors and stated in the notice of the meeting.
  5. *Notice of Meetings.*
     1. Except as otherwise provided by statute, written notice of the time, place, and purposes of a membership meeting shall be given not less than 10 nor more than 50 days before the date of the meeting.
     2. Notice shall be given by e-mail to each member of record entitled to vote at the meeting at his or her last e-mail address as it appears on the books of the corporation.
     3. Alternatively, notice may be given by posting a notice on [the corporation’s bulletin board / at or near the main entrance to the corporation’s principal office] or by publication in the corporation’s newsletter, provided that the newsletter is published at least semiannually and is e-mailed to the members entitled to vote at the meeting; notice by either posting or publication shall be done not less than 10 days nor more than 60 days before the date of the meeting.
     4. Notice of any meeting at which directors are to be elected shall state the number of directors to be elected at the meeting and the names of all nominees/candidates for election.
  6. *Record Dates.* The board of directors may fix in advance a record date for the purpose of determining members entitled to notice of and to vote at a membership meeting or an adjournment of the meeting, or to express consent to or to dissent from a proposal without a meeting, or for the purpose of any other action. The date fixed shall not be more than 60 days nor less than 10 days before the date of the meeting, nor more than 60 days before any other action.
  7. *List of Members.* The secretary of the corporation or the agent of the corporation having charge of the membership records of the corporation shall make and certify a complete list of the members entitled to vote at a membership meeting or any adjournment. The list shall be arranged alphabetically with the e-mail address of each member, be produced at the time and place of the membership meeting, be subject to inspection by any member(s) during the whole time of the meeting, and be prima facie evidence of the members entitled to examine the list or vote at the meeting.
  8. *Quorum.* 
     1. *Regular Meetings.* Unless a greater or lesser quorum is required by statute, members present in person, by proxy, or pursuant to Section 2.16 at any regular meeting shall constitute a quorum at the meeting.
     2. *Special Meetings.* Unless a greater or lesser quorum is required by statute, members present in person, by proxy, or pursuant to Section 2.16 who, as of the record date, represent 25% of the members entitled to vote at a membership meeting shall constitute a quorum at any special meeting.
     3. Whether or not a quorum is present, a meeting may be adjourned by vote of the members present.
  9. *Proxies.* A member entitled to vote at a membership meeting or to express consent or dissent without a meeting may authorize other persons to act for the member by proxy. A proxy shall be signed by the member or the member’s authorized agent or representative and shall not be valid after the expiration of three years, unless otherwise provided in the proxy. A proxy is revocable at the pleasure of the member executing it except as otherwise provided by statute.
  10. *Voting.* Each member is entitled to one vote on each matter submitted to a vote. A vote may be cast either orally or in writing. When an action, other than the election of directors, is to be taken by a vote of the members, it shall be authorized by a majority of the votes cast by the members entitled to vote, unless a greater vote is required by statute, the articles of incorporation, or these Bylaws. Directors shall be elected by a plurality of votes cast at any election. The means of voting, whether in oral or written form, shall be determined by the board of directors.
  11. *Veto Power.* Members may reverse a decision of the board of directors with a two-thirds (66.67%) vote at a duly-called meeting.
  12. *Meeting by Telephone or Similar Equipment.* A member may participate in a membership meeting by conference telephone or any similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting. However, the cost of such participation and the risk of any technical difficulties arising shall be borne by the member(s) electing to participate in such manner. The inability of any member(s) so participating to be able to express their view or cast a vote due to technical issues shall not be grounds for the invalidation of any action taken at a meeting.
  13. *Action by Written Ballot*. Except as otherwise provided under the articles of incorporation, these bylaws, or as otherwise provided by law, any action which may be taken at any regular or special meeting of members may be taken without a meeting if the corporation distributes a written ballot to each member entitled to vote on the matter.
      1. The ballot shall:
         1. set forth the proposed action;
         2. provide an opportunity to specify approval or disapproval of each proposal;
         3. indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of directors, state the percentage of approvals necessary to pass the measure submitted; and
         4. shall specify the date by which the ballot must be received by the corporation in order to be counted. The date set shall afford members a reasonable time within which to return the ballots to the corporation.
      2. Ballots shall be delivered in the manner required for giving notice of membership meetings as specified in these bylaws.
      3. Approval of action by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a special meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.
      4. Directors may be elected by written ballot. Such ballots for the election of directors shall list the persons nominated at the time the ballots are delivered.
  14. *Conduct of Meetings.*
      1. Meetings of members shall be presided over by the chairperson of the board, or, if there is no chairperson or, in his or her absence, by the president of the corporation or, in his or her absence, by the vice president of the corporation or, in the absence of all of these persons, by a chairperson chosen by a majority of the voting members present at the meeting.
      2. The secretary of the corporation shall act as secretary of all meetings of members, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.
      3. Meetings shall be governed by *Robert's Rules of Order*, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with the articles of incorporation, these bylaws, or with provisions of law.

1. BOARD
   1. *General Powers.* The business, property, and affairs of the corporation shall be managed by the board of directors.
   2. *Number.* There shall be 5, 7, 9, or 11 directors on the board, as shall be fixed from time to time by the board of directors.
   3. *Qualifications.* In order to qualify for election as a director, a person must be a member in good standing of the corporation and have attained the age of majority in this State.
   4. *Tenure.* Directors shall be elected at each annual membership meeting to hold office until the next annual membership meeting and until the director’s successor is elected and qualified, or until the director’s death, resignation, or removal.
   5. *Resignation.* A director may resign at any time by providing written notice to the corporation. Notice of resignation will be effective on receipt or at a later time designated in the notice. A successor shall be appointed as provided in section 3.7 of these Bylaws.
   6. *Removal.* Any director may be removed with or without cause by:
      1. A majority vote of the members entitled to vote at an election of directors; or
      2. A majority vote of the entire board of directors at a meeting for which notice of the meeting is given containing a statement that a director’s removal is to be considered at that meeting.
   7. *Board Vacancies.* A vacancy on the board may be filled with a person selected by the remaining directors of the board, even if the remaining directors constitute less than a quorum of the board of directors, unless earlier filled by proper action of the members. Each person so elected shall be a director for a term of office continuing until the next election of directors by the members.
   8. *Annual Meeting.* An annual meeting shall be held each year immediately after the annual membership meeting, or, if the annual meeting is not held at that time, the board shall cause the meeting to be held as soon thereafter as is convenient.
   9. *Regular Meetings.* Regular meetings of the board may be held at the time and place as determined by a board resolution without notice other than the resolution.
   10. *Special Meetings.* Special meetings of the board may be called by the president, chairperson, or any two other directors at a time and place as determined by those calling the special meeting. Notice of the time and place of special meetings shall be given to each director in any manner at least 7 days before the meeting.
   11. *Statement of Purpose.* Except for meetings where these Bylaws are to be amended, as provided in Section 10.1, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in the notice for that meeting.
   12. *Waiver of Notice.* The attendance of a director at a board meeting shall constitute a waiver of notice of the meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. In addition, the director may submit a signed waiver of notice that shall constitute a waiver of notice of the meeting.
   13. *Meeting by Telephone or Similar Equipment.* A director may participate in a meeting by conference telephone or any similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.
   14. *Quorum.* A majority of the directors then in office constitutes a quorum for the transaction of any business at any meeting of the board.
   15. *Actions.* Actions voted on by a majority of directors present at a meeting where a quorum is present shall constitute authorized actions of the board, unless otherwise prohibited by statute, the articles, or these Bylaws.
   16. *Consent to Corporate Actions.* Any action required or permitted to be taken pursuant to board authorization may be taken without a meeting if, before or after the action, all directors consent to the action in writing. Written consents shall be filed with the minutes of the board’s proceedings.
2. COMMITTEES
   1. *General Powers.* The board, by resolution adopted by a vote of a majority of its directors, may designate one or more committees, each committee consisting of one or more directors. The board may also designate one or more directors as alternate committee members who may replace an absent or disqualified member at a committee meeting. If a committee member is absent or disqualified from voting, members present at a meeting who are not disqualified from voting may, whether or not they constitute a quorum, unanimously appoint an alternate committee member to act at the committee meeting in place of the absent or disqualified member. All committees designated by the board shall serve at the pleasure of the board.
   2. *Prohibited Powers.* A committee designated by the board may exercise any powers of the board in managing the corporation’s business and affairs to the extent provided by resolution of the board. However, no committee shall have the power to
      1. amend the articles of incorporation;
      2. adopt an agreement of merger or consolidation;
      3. amend the bylaws of the corporation;
      4. fill vacancies on the board; or
      5. fix compensation of the directors for serving on the board or on a committee.
      6. recommend to members the sale, lease, or exchange of all or substantially all of the corporation’s property and assets;
      7. recommend to the members a dissolution of the corporation or a revocation of a dissolution; or
      8. terminate memberships.
   3. *Meetings.* Committees shall meet as directed by the board, and their meetings shall be governed by such rules as may be specified by the board. In the absence of such specified rules, committee meetings shall be governed by the rules provided in article 3 for meetings of the board. Minutes shall be recorded at each committee meeting and shall be presented to the board.
   4. *Consent to Committee Actions.* Any action required or permitted to be taken pursuant to authorization of a committee may be taken without a meeting if, before or after the action, all members of the committee consent to the action in writing. Written consents shall be filed with the minutes of the committee’s proceedings.
3. OFFICERS
   1. *Offices.* The officers shall include a president, a secretary, and a treasurer. The board may also appoint a chairperson, vice president, and such other officers as the board deems appropriate.
   2. *Appointment*. The officers of the corporation shall be appointed by the board.
   3. *Eligibility.*
      1. The president must be a voting member of the board.
      2. Two or more offices may be held by the same person, but such person shall not execute, acknowledge, or verify an instrument in more than one capacity if the instrument is required by law, the president, or the board to be executed, acknowledged, or verified by two or more officers.
   4. *Term of Office.* Each officer shall hold office for the term appointed and until a successor is appointed and qualified.
   5. *Resignation.* An officer may resign at any time by providing written notice to the corporation. Notice of resignation is effective on receipt or at a later time designated in the notice. This section shall be superseded by any conflicting contractual terms relating to the employment of any officer if such contract has been approved or ratified by the board.
   6. *Removal.* An officer appointed by the board may be removed with or without cause by vote of a majority of the board. The removal shall be without prejudice to the person’s contract rights, if any. Appointment to an office does not of itself create contract rights.
   7. *Vacancies.* A vacancy in any office for any reason may be filled by the board. A vacancy in any office other than that of president may be temporarily filled by appointment by the president until such time as the board shall fill the vacancy. Vacant offices other than those of president, secretary, and treasurer may be filled or unfilled in the board’s discretion.
   8. *President.* The president shall be the chief executive officer of the corporation and shall have authority over the general control and management of the business and affairs of the corporation. The president shall have power to appoint or discharge employees, agents, or independent contractors, to determine their duties, and to fix their compensation. The president shall sign all corporate documents and agreements on behalf of the corporation, unless the president or the board instructs that the signing be done with or by some other officer, agent, or employee. The president shall see that all actions taken by the board are executed and shall perform all other duties incident to the office. This is subject, however, to the president’s right and the right of the board to delegate any specific power to any other officer of the corporation. Unless another person is specifically appointed as chairperson, the president shall preside at all meetings of the board and at all meetings of the members.
   9. *Vice President.* The vice president, if any, shall have the power to perform duties that may be assigned by the president or the board. If the president is absent or unable to perform his or her duties, the vice president shall perform the president’s duties, subject to the same restrictions as the president, until the board directs otherwise. The vice president shall perform all duties incident to the office.
   10. *Chairperson.* The chairperson, if any, shall preside at all board meetings and member meetings. The chairperson shall have the power to perform duties as may be assigned by the board. If there is no vice president and the president is absent or unable to perform his or her duties, the chairperson shall perform the president’s duties, subject to the same restrictions as the president, until the board directs otherwise. The chairperson shall perform all duties incident to the office.
   11. *Secretary.* The secretary shall:
       1. keep minutes of board and member meetings;
       2. be responsible for providing notice to each member or director as required by law, the articles of incorporation, or these bylaws;
       3. be the custodian of corporate records;
       4. keep a register of the names and appropriate contact information for each member, officer, and director;
       5. exhibit at all reasonable times to any director, or his or her agent or attorney, these Bylaws, the register of members, and board and member meeting minutes on request; and
       6. perform all duties incident to the office and other duties assigned by the president or the board.
   12. *Treasurer.* The treasurer shall:
       1. have charge and custody over corporate funds and securities;
       2. receive monies due and payable to the corporation;
       3. disburse monies as directed by the board;
       4. keep accurate books and records of corporate receipts and disbursements, assets and liabilities, and gains and losses;
       5. deposit all moneys and securities received by the corporation at such depositories in the corporation’s name that may be designated by the board;
       6. exhibit at all reasonable times to any director, or his or her agent or attorney, the accounts and financial records on request;
       7. render an account of any and all of his or her transactions as treasurer and of the financial condition of the corporation;
       8. prepare, or cause to be prepared, and certify, or cause to be certified, required financial statements;
       9. complete all required corporate filings; and
       10. perform all duties incident to the office and other duties assigned by the president or the board.
4. CORPORATE DOCUMENT PROCEDURE
   1. *No Signing Absent Board Authorization*. No corporate documents (including stocks, bonds, agreements, insurance and annuity contracts, qualified and nonqualified deferred compensation plans, checks, notes, disbursements, loans, and other debt obligations) shall be signed by any officer, designated agent, or attorney-in-fact unless authorized by the board or by these bylaws.
      1. *Checks and Notes*. Except as specified by the board or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, or any other evidence of indebtedness of the corporation shall be signed by the treasurer and countersigned by the president.
   2. *No Power or Authority Absent Board Authorization*. Unless authorized by the board, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or render it liable for any purpose or in any amount.
   3. *Maintenance of Documents*. Documents shall be kept in a fashion as the board of directors may determine from time to time. However, the board shall ensure that the following are kept:
      1. copies of the articles of incorporation and bylaws, as amended;
      2. minutes of all member meetings, board meetings, and committee meetings, which shall include:
         1. the time and place of each meeting;
         2. whether it was a regular or special meeting;
         3. how the meeting was called;
         4. the notice given for the meeting;
         5. the names of those present; and
         6. a summary of the proceedings;
      3. a record of all members including their names and contact information, their classes of membership (if differentiated), and the beginning and ending dates of membership, as applicable;
      4. such records as are required to be maintained by the treasurer.
   4. *Directors’ Inspection Rights*. Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and to inspect the physical properties of the corporation, and shall have such other rights to inspect the books, records, and properties of this corporation as may be required under the articles of incorporation, these bylaws, or as otherwise provided by law.
   5. *Members' Inspection Rights*. Every member shall have the following inspection rights for purposes reasonably related to such person's interest as a member:
      1. To inspect the record of all members' names, contact information, and voting rights (including whether or not each member has designated a proxy, and if so, whom), at reasonable times, upon written demand on the secretary of the corporation, which shall state the purpose for which the inspection rights are requested.
      2. To obtain from the secretary of the corporation, upon written demand on and payment of a reasonable charge to the secretary of the corporation, a list of the names, contact information, and voting rights (including whether or not each member has designated a proxy, and if so, whom) of those members entitled to vote for the election of directors as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available within a reasonable time after the demand is received by the secretary of the corporation or after the date specified therein as of which the list is to be compiled.
      3. To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the board or committees of the board, upon written demand on the secretary of the corporation by the member, for a purpose reasonably related to such person's interests as a member.
      4. Members shall have such other rights to inspect the books, records, and properties of this corporation as may be required under the articles of incorporation, other provisions of these bylaws, and provisions of law.
   6. *Right To Copy And Make Extracts*. Any inspection under the provisions of this article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.
   7. *Periodic Report*. The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members, if any, of this corporation, to be so prepared and delivered within the time limits set by law.
5. LIABILITY AND INDEMNIFICATION
   1. *Nonliability of Directors.* The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation, unless that liability is specifically provided for by statute, the articles of incorporation, or these Bylaws.
   2. *Nonderivative Actions.* Subject to all of the other provisions of this article, the corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding. This includes any civil, criminal, administrative, or investigative proceeding, whether formal or informal (other than an action by or in the right of the corporation). Such indemnification shall apply only to a person who was or is a director or officer of the corporation, or who was or is serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit. The person shall be indemnified and held harmless against expenses (including attorney fees), judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation or its members. With respect to any criminal action or proceeding, the person must have had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of *nolo contendere* or its equivalent, shall not by itself create a presumption that (a) the person did not act in good faith and in a manner that the person reasonably believed to be in or not opposed to the best interests of the corporation or its members or (b) with respect to any criminal action or proceeding, the person had reasonable cause to believe that his or her conduct was unlawful.
   3. *Derivative Actions.* Subject to all of the provisions of this article, the corporation shall indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor because (a) the person was or is a director or officer of the corporation or (b) the person was or is serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether or not for profit. The person shall be indemnified and held harmless against expenses (including actual and reasonable attorney fees) and amounts paid in settlement incurred by the person in connection with the action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation or its members. However, indemnification shall not be made for any claim, issue, or matter in which the person has been found liable to the corporation unless and only to the extent that the court in which the action or suit was brought has determined on application that, despite the adjudication of liability but in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnification for the expenses that the court considers proper.
   4. *Expenses of Successful Defense.* To the extent that a person has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in sections 7.1 or 7.2 of this article, or in defense of any claim, issue, or matter in the action, suit, or proceeding, the person shall be indemnified against expenses (including actual and reasonable attorney fees) incurred in connection with the action and in any proceeding brought to enforce the mandatory indemnification provided by this article.
   5. *Contract Right; Limitation on Indemnity.* The right to indemnification conferred in this article shall be a contract right and shall apply to services of a director or officer as an employee or agent of the corporation as well as in such person’s capacity as a director or officer. Except as provided in section 7.3 of this article, the corporation shall have no obligations under this article to indemnify any person in connection with any proceeding, or part thereof, initiated by such person without authorization by the board.
   6. *Determination That Indemnification Is Proper.* Any indemnification under sections 7.1 or 7.2 of this article (unless ordered by a court) shall be made by the corporation only as authorized in the specific case. The corporation must determine that indemnification of the person is proper in the circumstances because the person has met the applicable standard of conduct set forth in sections 7.1 or 7.2, whichever is applicable. The determination shall be made in any of the following ways:
      1. By a majority vote of a quorum of the board consisting of directors who were not parties to such action, suit, or proceeding;
      2. If the quorum described in clause (a) above is not obtainable, by a committee of directors who are not parties to the action, which shall consist of not less than two disinterested directors;
      3. By independent legal counsel in a written opinion; or
      4. By the members.
   7. *Proportionate Indemnity.* If a person is entitled to indemnification under sections 7.1 or 7.2 of this article for a portion of expenses, including attorney fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount, the corporation shall indemnify the person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.
   8. *Expense Advance.* Expenses incurred in defending a civil or criminal action, suit, or proceeding described in sections 7.1 or 7.2 of this article may be paid by the corporation in advance of the final disposition of the action, suit, or proceeding on receipt of an undertaking by or on behalf of the person involved to repay the expenses if it is ultimately determined that the person is not entitled to be indemnified by the corporation. The undertaking shall be an unlimited general obligation of the person on whose behalf advances are made, but it need not be secured.
   9. *Nonexclusivity of Rights.* The indemnification or advancement of expenses provided under this article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under a contractual arrangement with the corporation. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.
   10. *Indemnification of Employees and Agents of the Corporation.* The corporation may, to the extent authorized from time to time by the board, grant rights to indemnification and to the advancement of expenses to any employee or agent of the corporation to the fullest extent of the provisions of this article with respect to the indemnification and advancement of expenses of directors and officers of the corporation.
   11. *Former Directors and Officers.* The indemnification provided in this article continues for a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of that person.
   12. *Insurance.* The corporation may purchase and maintain insurance on behalf of any person who (a) was or is a director, officer, employee, or agent of the corporation or (b) was or is serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise. The insurance may protect against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the corporation would have power to indemnify against liability under this article or the laws of the state of Michigan.
   13. *Changes in Michigan Law.* If there are any changes in the Michigan statutory provisions applicable to the corporation and relating to the subject matter of this article, the indemnification to which any person shall be entitled shall be determined by the changed provisions, but only to the extent that the change permits the corporation to provide broader indemnification rights than the provisions permitted the corporation to provide before the change.
6. COMPENSATION
   1. Directors shall serve without compensation. However, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.
   2. When authorized by the board, a person shall be reasonably compensated for services rendered to the corporation as an officer, employee, agent, or independent contractor, except as prohibited by these bylaws.
7. IRC 501(c)(3) TAX EXEMPTION PROVISIONS
   1. *Limitations on Activities*.
      1. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.
      2. Notwithstanding any other provisions of these bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.
   2. *Prohibition Against Private Inurement*. No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, or trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.
   3. *Distribution of Assets*. Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.
   4. *Private Foundation Requirements and Restrictions*. In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation shall:
      1. distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code;
      2. not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code;
      3. not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code;
      4. not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and
      5. not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.
8. NONDISCRIMINATION
   1. *Nondiscrimination*. This corporation shall not discriminate on the basis of sex, race, color, religion, creed, age, nationality, national origin, ancestry, pregnancy, marital status or parental status, sexual orientation, gender identity, or disability.
9. FISCAL YEAR
   1. The fiscal year of the corporation shall end on **[date]**.
10. AMENDMENTS
    1. The board of directors may, at any regular or special meeting, by the vote specified in Section 12.1, amend or repeal these bylaws, or adopt new bylaws, if notice setting forth the terms of the proposal has been given in accordance with any notice requirement for the meeting by the board.
       1. The number of votes required for board action pursuant to Section 12.1 shall depend on the number of directorships established pursuant to Section 3.2, and be:

|  |  |
| --- | --- |
| Number of Directors under Section 3.2 | Number of Votes for Action under Section 12.1 |
| 5 | 4 |
| 7 | 5 |
| 9 | 6 |
| 11 | 7 |

* 1. The members may, by majority vote at a duly-called meeting, overturn the board of directors’ actions pursuant to Section 12.1.